
FIRST AMENDMENT TO BYLAWS

The Homes of Briar Crossing Homeowner's Association, Inc., a Texas non-profit corporation (the "**Association**") was formed in connection with the development of The Homes of Briar Crossing located in the City of Decatur, Wise County, Texas (the "**Subdivision**"), and is the "Association" as defined in the Declaration of Covenants and Restrictions recorded as Document 391168, Volume 1707, Page 227 in the Real Property Records of Wise County, Texas, as amended by the First Amendment to Declaration of Covenants and Restrictions recorded as Document 2008-32986, Volume 1994, Page 281 in the Real Property Records of Wise County, Texas (as amended, the "**Declaration**").

Bylaws for the Association were adopted effective as of August 20, 2007 (the "**Bylaws**"). Section 6.5 of the Bylaws provides that the Board of Directors of the Association (the "**Board**") has the power and authority to alter, amend, or repeal the Bylaws, or to adopt new Bylaws. The Board believes that the method for electing Directors for the Association should be modernized, and adopts this First Amendment to Bylaws (this "**Amendment**") for that purpose.

Amendments

Sections 3.4, 3.5, and 3.7 of the current Bylaws are deleted in their entirety, and are replaced with the following:

Section 3.4 Nomination of Directors. Each and every Member may nominate one or more individuals to serve as a Director. To nominate an individual to serve as a Director, a Member may deliver a written notice with the name of the nominee or nominees (a "**Written Nomination**") to the Secretary at any time after the notice of the annual meeting of Members is delivered and before the third (3rd) business day prior to the annual meeting. At the annual meeting of Members, all Members in attendance will also be given the opportunity to nominate one or more individuals to serve as a Director (an "**Oral Nomination**"). The Board may establish other rules and procedures, consistent with the nomination process described above, which may then be appropriate to conduct the nomination of Directors in a fair, efficient and cost-effective manner.

Section 3.5 Election and Term of Office. Directors shall be elected by the Members during the annual meeting of the Members, in the manner described in Section 3.7 below and in accordance with any other reasonable procedures approved (from time to time) by the Board. Directors elected at the annual meeting of Members will begin their terms of office immediately upon the completion of the annual meeting of Members at which they were elected. Each Director shall be elected for a one (1) year term of office and shall serve until his or her successor is elected and qualified.

Section 3.7 Voting Procedure for Directors.

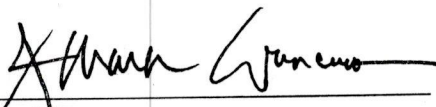
(a) If the number of nominees for Director is equal to or less than the total number of Director positions, then each of the nominees may be elected by acclamation.

(b) If the number of nominees for Director is greater than the total number of Director positions, then the Members will vote for Directors by secret ballot. The ballot to be used for voting for Directors by the Members will include the names of all nominees designated in a Written Nomination timely delivered to the Secretary, and will also include blanks in which a Member may write the name of any nominee designed in an Oral Nomination.


(c) Members may vote for Directors in person or by proxy. Each Member is entitled to cast up to the number of votes equal to the number of Director positions multiplied by the number of Lots owned by that Member, but may not cast more votes for any single nominee than the number of Lots owned by that Member. For example, if a Member owns one (1) Lot and there are three (3) Director positions, then the Member may cast up to a total of three (3) votes, but may not cast more than one (1) vote for any single nominee. If a Member owns two (2) Lots and there are three (3) Director positions, then the Member may cast up to a total of six (6) votes, but may not cast more than two (2) votes for any single nominee.

(d) The nominees receiving the largest number of votes (which may be a plurality and not a majority) will be deemed elected as Directors.


By their signatures below, the current Directors of the Association consent to the amendment of the Bylaws as provided in this First Amendment to Bylaws by unanimous written consent in lieu of a special meeting of Directors. This First Amendment to Bylaws is adopted effective as of January ____, 2014.



J. Mark Duncum
Date Signed: January 16, 2014



Jody C. Adams
Dated Signed: January 16, 2014



Julie Bowker
Date Signed: January 16, 2014